

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

IN RE:

W.R. GRACE & CO., et al.,

Debtors.

Chapter 11

Case No. 01-1139 (JKF)

Jointly Administered

**NO ORDER REQUIRED  
CERTIFICATION OF NO OBJECTION TO THE THIRTY-SIXTH QUARTERLY FEE  
APPLICATION OF KRAMER LEVIN NAFTALIS & FRANKEL LLP, COUNSEL TO  
THE OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS, FOR  
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD  
JANUARY 1, 2011 THROUGH MARCH 31, 2011  
[RE: DOCKET NO. 26996]**

On May 25, 2011, Kramer Levin Naftalis & Frankel LLP ("Kramer Levin"), counsel to the Official Committee of Equity Security Holders, filed its Thirty-Sixth Quarterly Fee Application for Compensation and Reimbursement of Expenses [Docket No. 26996] (the "Application"). The Application provided an objection deadline of 4:00 p.m. (Eastern Time) on June 14, 2011. The undersigned hereby certifies that she has received no answer, objection or any responsive pleading with respect to the Application and that no answer, objection or any responsive pleading with respect to the Application has been filed with the Court.

Pursuant to the Amended Administrative Order Under 11 U.S.C. §§105(a) and 31 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members (the "Order") dated May 3, 2001, the Debtors are authorized to pay Kramer Levin Naftalis & Frankel LLP \$43,275.60 which represents 80% of the fees (\$54,094.50) and \$2,044.81 which represents 100% of the expenses, requested in the Application for the period January 1, 2011 through March 31, 2011, upon the filing of this Certification and without the need for entry of a Court order approving the Application.

**SAUL EWING LLP**

By: /s/ Teresa K.D. Currier  
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-and-

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of Equity Security Holders

Dated: June 16, 2011